

ITEL

REGISTRATION NO. 9406-~~F~~ FILE 1425

Itel Rail Corporation

55 Francisco Street
San Francisco, California 94133
(415) 984-4000

JUN 28 1985 10 11 AM

INTERSTATE COMMERCE COMMISSION

June 26, 1985

5-179A031

FILE FIRST

Honorable James H. Bayne, Secretary
Interstate Commerce Commission
Washington, D.C. 20423

REGISTRATION NO. 9406-~~F~~ FILE 1425

JUN 28 1985 10 40 AM

20:00

Dear Mr. Bayne:

INTERSTATE COMMERCE COMMISSION

Pursuant to 49 U.S.C. Section 11303(a) and the Interstate Commerce Commission's rules and regulations thereunder, I enclose herewith on behalf of Itel Rail Corporation for filing and recordation under the Lease Agreement dated as of December 23, 1977 between Itel Corporation, Rail Division as predecessor in interest to SSI Corporation and Marinette, Tomahawk and Western Railroad Company which was filed with the I.C.C. on May 26, 1978 and given I.C.C. Recordation No. 9406, four counterparts each of the following document:

1. Amendment No. 2 dated May 2, 1984 to the Lease Agreement among Itel Corporation, SSI Corporation, and Marinette, Tomahawk and Western Railroad Company dated as of December 23, 1977.
2. Amendment No. 3 dated August 6, 1984 to the Lease Agreement among Itel Corporation, SSI Corporation, and Marinette, Tomahawk and Western Railroad Company dated as of December 23, 1977.

The names and addresses of the parties to the aforementioned are:

Marinette, Tomahawk and Western Railroad Company (Lessee)
P.O. Box 310
Tomahawk, WI 54487

Itel Rail Corporation (Lessor)
55 Francisco, 5th Floor
San Francisco, CA 94133

NOT OPERATING UNIT

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ICC OFFICE OF
THE SECRETARY

The equipment covered by Amendment No. 2 (referenced in paragraph 1 above) is fifty (50) 50'6", Plate C, 70-ton XM boxcars bearing reporting marks MTW 1100-1149. The equipment covered by Amendment No. 3 (referenced in paragraph 2 above) is fifty (50) 50'6", Plate C, 70-ton XM boxcars bearing reporting marks MTW 8000-8027 and MTW 8029-8050.

Also enclosed is a check in the amount of \$20.00 for the required recording fee.

FILE FIRST

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Handwritten signature/initials

Honorable Bayne
June 26, 1985
Page Two

Please stamp all counterparts of the enclosed Amendments with your official recording stamp. You will wish to retain one (1) counterpart of the document for your files; it is requested that the remaining three (3) counterparts to the bearer of this document.

Sincerely,

A handwritten signature in cursive script that reads "Denise M. Bottarini".

Denise M. Bottarini
Senior Legal Assistant

/vdy/75

cc: Robert S. Clark
J. Michael Kelly
Virginia Hanger

9406-E

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8/9/84

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AMENDMENT NO. 3

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 3 (the "Amendment") to that certain Lease Agreement (the "Lease Agreement") dated as of December 23, 1977, among ITEL Corporation, SSI Rail Corp. and **MARINETTE, TOMAHAWK AND WESTERN RAILROAD COMPANY** ("Lessee") is made as of this 6th day of August, 1984, by and between **ITEL RAIL CORPORATION** as successor in interest to both SSI Rail Corp. and ITEL Corporation ("Lessor") and Lessee.

WITNESSETH:

WHEREAS, Lessor and Lessee are parties to the Lease Agreement pursuant to which three hundred fifty (350) boxcars have been leased by Lessor to Lessee; and

WHEREAS, Lessor and Lessee desire to correct the reporting marks listed on Equipment Schedule NO. 4.

NOW, THEREFORE, in consideration of the premises and mutual agreement contained herein, the parties hereto agree to amend the Lease Agreement as follows:

1. All terms defined in the Lease Agreement shall have their defined meanings when used in this Agreement.
2. Equipment Schedule No. 4, attached to and incorporated into the Lease Agreement, is hereby deleted in its entirety and Equipment Schedule No. 4.A., attached hereto, is substituted therefor.
3. Except as expressly modified by this Agreement, all terms and provisions of the Lease Agreement shall remain in full force and effect.
4. This Amendment may be executed by the parties hereto in any number of counterparts and all said counterparts taken together shall be deemed and constitute one and the same instrument.

ITEL RAIL CORPORATION

By: DP HayesTitle: Acting PresidentDate: September 7, 1984MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANYBy: [Signature]Title: Vice PresidentDate: 8-21-84

ASSIGNED TO FIRST SECURITY BANK
N.A. TRUSTEE, UNDER
AMENDMENT DATED
M.C. April 16, 1984 & April 13, 1984

201:30684

LESSOR'S INTEREST ASSIGNED TO
FIRST SECURITY BANK OF
UTAH, N.A. WITH RESPECT TO
CARS NUMBERED MTW 8049-8059,
MTW 8000-8023 & MTW 8029-8048

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 7th day of September, 1984, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of Irel Rail Corporation, that the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

Wisconsin
STATE OF ~~CALIFORNIA~~)
) ss:
COUNTY OF Lincoln)

On this 21 day of August, 1984, before me personally appeared John C. Ormond, to me personally known, who being by me duly sworn says that such person is President of Marinette, Tomahawk and Western Railroad Company the foregoing Amendment No. 3 was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. B. Berlin
Notary Public

EQUIPMENT SCHEDULE NO. 4.A.

Itel Rail Corporation hereby leases the following Boxcars to Marinette, Tomahawk and Western Railroad Company subject to the terms and conditions of that certain Lease Agreement dated as of December 23, 1977.

A.A.R. Mech. Desig.	Description	Numbers	Length	Dimensions		Doors Width	No. of Cars
				Inside Width	Height		
XM	50' Plate C Boxcar, 70-Ton	MTW 8000-8027 8029-8050	50'6"	9'6"	11'1-3/4"	10'	50

ITEL RAIL CORPORATION

By: 

Title: Acting President

Date: September 7, 1984

MARINETTE, TOMAHAWK AND WESTERN
RAILROAD COMPANY

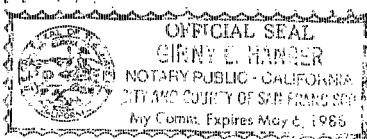
By: 

Title: Vice President

Date: 8-21-84

STATE OF CALIFORNIA)
) ss:
COUNTY OF SAN FRANCISCO)

On this 7th day of September, 1984, before me personally appeared Desmond P. Hayes, to me personally known, who being by me duly sworn says that such person is President of ITEL Rail Corporation, that the foregoing Equipment Schedule No. 4.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Ginny E. Hanger
Notary Public

STATE OF ^{Wisconsin} ~~CALIFORNIA~~)
) ss:
COUNTY OF LINCOLN)

On this 21 day of August, 1984, before me personally appeared John C. Ormond, to me personally known, who being by me duly sworn says that such person is President of Marinette, Tomahawk and Western Railroad Company the foregoing Equipment Schedule No. 4.A. was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

R. L. Bodine
Notary Public